
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

H&R BLOCK, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

44-0607856
(I.R.S. Employer
Identification No.)

**One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

BLOCK FINANCIAL LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-1781495
(I.R.S. Employer
Identification No.)

**One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Thomas A. Gerke, Esq.
H&R Block, Inc.
One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale of the securities to the public: From time to time or at one time after the effective date of this registration statement as determined by the registrants.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
H&R Block, Inc.:				
Common Stock, without par value				
Preferred Stock, without par value				
Warrants(2)				
Rights				
Units(3)				
Guarantees of Debt Securities of Block Financial LLC(4)				
Block Financial LLC:				
Debt Securities (4)				

- (1) An unspecified amount of securities to be offered at indeterminate prices is being registered hereby for possible issuance from time to time pursuant to this registration statement. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rule 456(b) and Rule 457(r) under the Securities Act of 1933, as amended, the registrant is deferring payment of the registration fee and will pay such fee on a pay-as-you-go basis.
- (2) Represents warrants to purchase preferred stock or common stock issued by H&R Block, Inc.
- (3) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (4) H&R Block, Inc. will fully and unconditionally guarantee any series of Debt Securities issued by Block Financial LLC under this registration statement. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee will be paid in respect of such guarantees.

PROSPECTUS



H&R BLOCK, INC.

**Common Stock
Preferred Stock
Warrants
Rights
Units
Guarantees**

BLOCK FINANCIAL LLC

Debt Securities

H&R Block, Inc. (“H&R Block”) may from time to time offer to sell its common stock, preferred stock, warrants, rights, units or guarantees of debt securities issued by Block Financial LLC (“Block Financial”), an indirect, wholly-owned subsidiary of H&R Block. H&R Block’s common stock is listed on the New York Stock Exchange and trades under the ticker symbol “HRB.”

Block Financial may from time to time offer to sell its senior or subordinated debt securities. Any such debt securities issued by Block Financial will be fully and unconditionally guaranteed by H&R Block.

We refer to H&R Block’s common stock, preferred stock, warrants, rights, units and guarantees of Block Financial’s debt securities and Block Financial’s debt securities collectively as the “securities” in this prospectus.

H&R Block and Block Financial may offer and sell securities from time to time in amounts, at prices and on terms that will be determined at the time of any such offering. Each time H&R Block or Block Financial offers securities for sale, specific information about the offering and the specific terms of the securities offered will be provided in a supplement to this prospectus. A prospectus supplement may also add to or update information contained in this prospectus.

In addition, certain selling security holders to be identified in supplements to this prospectus may offer and sell these securities from time to time.

You should carefully read this prospectus and any accompanying prospectus supplement, together with the documents incorporated by reference, before you make your investment decision.

H&R Block and Block Financial may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. These securities also may be resold by security holders. The applicable prospectus supplement will provide the specific terms of the plan of distribution.

Investing in these securities involves risks, including the risk factors described in H&R Block’s Annual Report on Form 10-K for the fiscal year ended April 30, 2015, filed with the Securities and Exchange Commission, or the SEC, on June 17, 2015, the risk factors described under the caption “*Risk Factors*” on page 4 of this prospectus and in any applicable prospectus supplement and/or the risk factors, if any, set forth in H&R Block’s other filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as referenced in “Where You Can Find More Information” on page 1 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 4, 2015

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ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement on Form S-3 that we filed with the SEC as a “well-known seasoned issuer” as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. By using a shelf registration statement, we may sell, at any time and from time to time, in one or more offerings, any of the securities described in this prospectus and any accompanying prospectus supplement. As allowed by SEC rules, this prospectus does not contain all of the information included in the registration statement. For further information, we refer you to the registration statement, including its exhibits, the documents incorporated by reference therein and herein, as well as any accompanying prospectus supplement. Statements contained in this prospectus and any accompanying prospectus supplement about the provisions or contents of any agreement or other document are not necessarily complete. If the SEC’s rules and regulations require that an agreement or document be filed as an exhibit to the registration statement, please refer to that agreement or document for a complete description of these matters.

You should read this prospectus and any accompanying prospectus supplement together with any additional information you may need to make your investment decision. You should also read and carefully consider the information in the documents we have referred you to under the caption “Where You Can Find More Information.” Information incorporated by reference after the date of this prospectus is considered a part of this prospectus and may add, update or change information contained in this prospectus. The information in this prospectus, any accompanying prospectus supplement or any document incorporated herein or therein by reference is accurate as of the date contained on the cover of the applicable document. Neither the delivery of this prospectus nor any accompanying prospectus supplement, nor any sale made under this prospectus nor any accompanying prospectus supplement will, under any circumstances, imply that the information in this prospectus or any accompanying prospectus supplement is correct as of any date after the date of this prospectus or any such accompanying prospectus supplement. Any information in subsequent filings that is inconsistent with this prospectus or any accompanying prospectus supplement will supersede the information in this prospectus or any accompanying prospectus supplement. You should rely only on the information incorporated by reference or provided in this prospectus and any prospectus supplement.

We have not authorized anyone else to provide you with any other information. We are not making offers to sell these securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

References to “H&R Block” are to H&R Block, Inc., a Missouri corporation. References in this prospectus to “Block Financial” are to Block Financial LLC, a Delaware limited liability company and wholly-owned subsidiary of H&R Block. Unless otherwise expressly stated herein or the context otherwise requires, references to “us,” “we” or “our” are collectively to H&R Block and Block Financial.

WHERE YOU CAN FIND MORE INFORMATION

H&R Block files annual, quarterly and current reports, proxy statements and other information with the SEC. These filings contain important information that does not appear in this prospectus. You may read and copy materials on file with the SEC at the SEC’s Public Reference Room, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its Public Reference Room. The SEC maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding H&R Block. H&R Block’s SEC filings can also be found on its website (www.hrblock.com). However, the information on H&R Block’s website is not incorporated by reference in, and is not a part of, this prospectus, any prospectus supplement, or H&R Block’s SEC filings.

Statements contained in this prospectus concerning the contents of any document to which we refer you are not necessarily complete and in each instance we refer you to the applicable document filed with the SEC for more complete information.

INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” information that is filed with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. The information that we file later with the SEC may update and supersede the information in this prospectus and in the information we incorporate by reference. We incorporate by reference the documents listed below (File No. 001-06089) and any filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of the offering of the securities offered by this prospectus (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Exchange Act):

- H&R Block’s Annual Report on Form 10-K for the fiscal year ended April 30, 2015;
- H&R Block’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2015;
- H&R Block’s Definitive Proxy Statement on Schedule 14A filed on July 28, 2015, as amended, but only to the extent that such information was incorporated by reference into H&R Block’s Annual Report on Form 10-K for the fiscal year ended April 30, 2015;
- the description of H&R Block’s common stock, which is contained in its registration statement on Form 8-C dated August 6, 1969, the description of its common stock contained in the prospectus which is a part of its registration statement on Form S-14 (File No. 2-66751) effective April 7, 1980, and including any further amendment or report filed for the purpose of updating such description; and
- H&R Block’s Current Reports on Form 8-K filed on June 18, 2015, June 19, 2015, July 16, 2015, August 5, 2015, September 1, 2015 and September 4, 2015.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon written or oral request, a copy of any or all of the foregoing documents, and any other documents that are incorporated herein by reference (other than exhibits unless we specifically have incorporated those exhibits by reference in this prospectus or an accompanying prospectus supplement). Requests for such documents should be directed to H&R Block’s principal executive office, located at:

H&R Block, Inc.
One H&R Block Way
Kansas City, Missouri 64105
Attention: Corporate Secretary
Telephone: (816) 854-3000

FORWARD-LOOKING STATEMENTS

This prospectus, any prospectus supplement and the documents that we incorporate by reference herein and therein may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words or variation of words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “projects,” “forecasts,” “targets,” “would,” “will,” “should,” “could,” or “may” or other similar expressions. Forward-looking statements provide management’s current expectations or predictions of future conditions, events or results. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. They may include, among others, estimates of revenues, income, earnings per share, cost savings, capital expenditures, dividends, stock repurchases, liquidity, capital structure or other financial items, descriptions of management’s plans or objectives for future operations, products or services, or descriptions of assumptions underlying any of the above.

All forward-looking statements speak only as of the date they are made and reflect our good faith beliefs, assumptions and expectations, but they are not guarantees of future performance or events. By their nature, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited to, a variety of economic, competitive, operational and regulatory factors, many of which are beyond our control and which are described in H&R Block’s Annual Report on Form 10-K for the fiscal year ended April 30, 2015, filed with the SEC on June 17, 2015, H&R Block’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2015, the risk factors described under the caption “Risk Factors” in any applicable prospectus supplement and/or the risk factors, if any, set forth in H&R Block’s other filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, as referenced in “Where You Can Find More Information.” You should understand that it is not possible to predict or identify all such factors and, consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties. In light of the significant uncertainties inherent in the forward-looking statements included or incorporated by reference in this prospectus, the applicable prospectus supplement or the relevant incorporated document, you should not regard the inclusion of this information as a representation by us or any other person that the performance, events or developments described in those statements or objectives and plans will occur. For these reasons, we caution you against relying on forward-looking statements. The forward-looking statements included or incorporated by reference in this prospectus, the applicable prospectus supplement or the relevant incorporated document are made only as of the date of this prospectus, the applicable prospectus supplement or the relevant incorporated document, as the case may be, and, except as required by law, we undertake no obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions, factors, or expectations, new information, data or methods, future events or other changes.

OUR COMPANY

H&R Block, Inc.

H&R Block is the direct or indirect parent to subsidiaries that principally provide tax preparation and other services. H&R Block's Tax Services segment provides assisted income tax return preparation, digital do-it-yourself tax solutions and other services and products related to income tax return preparation to the general public primarily in the United States and its territories, Canada and Australia.

H&R Block was organized as a corporation in July 1955 under the laws of the State of Missouri. H&R Block's principal executive office is located at One H&R Block Way, Kansas City, Missouri 64105. H&R Block's telephone number is (816) 854-3000.

Block Financial LLC

Block Financial is an indirect, wholly-owned subsidiary of H&R Block. Block Financial, directly or through its subsidiaries, principally provides financing and other services, including: issuing debt obligations and making other borrowings to finance our working capital needs; offering and servicing financial products of BofI Federal Bank, a federal savings bank; and offering term loans to H&R Block's tax preparation franchisees.

Block Financial was organized in May 1992 and was converted to a Delaware limited liability company in January 2008. Block Financial's principal executive office is located at One H&R Block Way, Kansas City, Missouri 64105. Block Financial's telephone number is (816) 854-3000.

RISK FACTORS

Please carefully consider the risk factors described in H&R Block's periodic and current reports filed with the SEC, which are incorporated by reference in this prospectus and in any applicable prospectus supplement. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus or include or incorporate by reference in any applicable prospectus supplement. Additional risks and uncertainties not presently known to us or that we deem currently immaterial may also impair our business operations or adversely affect our results of operations or financial condition.

USE OF PROCEEDS

Except as otherwise described in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the securities for general corporate purposes, including refinancing of existing debt. The prospectus supplement relating to an offering may contain a more detailed or different description of the use of proceeds.

RATIO OF EARNINGS TO FIXED CHARGES

The table below sets forth the ratio of earnings to fixed charges for each of the periods indicated for each of H&R Block and Block Financial.

	Three Months ended July 31, 2015	Fiscal Year ended April 30,				
		2015	2014	2013	2012	2011
H&R Block, Inc. (a)	—	7.4	7.1	5.8	4.5	4.7
Block Financial LLC (b)	1.0	2.5	1.7	—	—	—

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- (a) Fixed charges exceeded earnings by approximately \$187 million for the three months ended July 31, 2015.
- (b) Fixed charges exceeded earnings by approximately \$6 million, \$3 million, and \$52 million for the fiscal years ended 2013, 2012, and 2011, respectively.

For purposes of calculating the ratio of earnings to fixed charges, (1) earnings have been based on income from continuing operations before income taxes and fixed charges (exclusive of interest capitalized) and (2) fixed charges consist of interest expense and the estimated interest portion of rents. Interest expense on uncertain tax positions has been excluded from fixed charges, as it is included as a component of income taxes in the consolidated financial statements.

DESCRIPTION OF SECURITIES

H&R Block and Block Financial may offer and sell securities from time to time in amounts, at prices and on terms that will be determined at the time of any such offering. Each time H&R Block or Block Financial offers securities for sale, specific information about the offering and the specific terms of the securities offered will be provided in a supplement to this prospectus. A prospectus supplement may also add to or update information contained in this prospectus.

SELLING SECURITYHOLDERS

Information about selling securityholders, where applicable, will be set forth in a prospectus supplement, in a post-effective amendment, or in filings H&R Block makes with the SEC under the Exchange Act that are incorporated herein by reference.

PLAN OF DISTRIBUTION

H&R Block and Block Financial may offer and sell the securities covered by this prospectus to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. The specific plan of distribution will be provided for any securities to be offered in the applicable prospectus supplement.

LEGAL MATTERS

Unless otherwise specified in the applicable prospectus supplement, the validity of the securities covered by this prospectus will be passed upon for us by Stinson Leonard Street LLP, Kansas City, Missouri, and Weil, Gotshal & Manges LLP, New York, New York. If legal matters in connection with offerings made by this prospectus are passed on by counsel for the underwriters, dealers or agents, if any, that counsel will be named in the applicable prospectus supplement.

EXPERTS

The consolidated financial statements and the related financial statement schedule incorporated by reference in this prospectus and the registration statement of which this prospectus is a part from H&R Block, Inc. and subsidiaries' Annual Report on Form 10-K for the fiscal year ended April 30, 2015, and the effectiveness of H&R Block, Inc. and subsidiaries' internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such financial statements and financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The table below itemizes the fees and expenses incurred or expected to be incurred by the registrants in connection with the registration and issuance of the securities being registered hereunder. The registrants will bear all expenses of this offering. All amounts shown are estimates.

Securities Act Registration Fee	*
Legal Fees and Expenses	+
Printing Expenses	+
Accounting Fees and Expenses	+
Trustee Fees and Expenses	+
Miscellaneous	+
Total	+

* Deferred in accordance with Rules 456(b) and 457(r).

+ Estimated expenses not presently known.

Item 15. Indemnification of Directors and Officers.

Indemnification of Officers and Directors

H&R Block, Inc.

Section 351.355.1 of The General and Business Corporation Law of the State of Missouri (the “MGBCL”) provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 351.355.2 of the MGBCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys’ fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that,

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despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 351.355.3 of the MGBCL provides that, except as otherwise provided in the corporation's articles of incorporation or bylaws, to the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding referred to in subsection (1) or (2) of Section 351.355 of the MGBCL, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 351.355.6 of the MGBCL also permits any person who is or was a director, officer, employee or agent, or any person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to seek indemnification under any applicable articles of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Section 351.355.8 of the MGBCL provides, in general, that a corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the law.

Section 351.055.2(3) of the MGBCL permits a corporation to include in its articles of incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in subjective good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 351.345 of the MGBCL or (iv) for any transaction from which the director derived an improper personal benefit.

Article Seventeen of H&R Block's amended and restated articles of incorporation includes a director exculpation provision, which is consistent with the statutory standard set forth in Section 351.055.2(3) of the MGBCL.

Pursuant to its amended and restated bylaws, H&R Block must indemnify any director and each officer appointed by the board of directors and may indemnify other persons who were or are a party or witness or is threatened to be made a party or witness to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the fullest extent permitted by the MGBCL and any other applicable law.

In addition, H&R Block's amended and restated bylaws further provide that H&R Block may enter into certain indemnification agreements with each director and officer (or authorize indemnification of officers to the extent provided in such indemnification agreements). H&R Block has entered into such indemnification agreements with all of its directors and certain of its officers and such indemnification agreements generally provide for indemnification of H&R Block's directors and officers to the fullest extent permitted by law.

H&R Block maintains customary director and officer insurance on behalf of its directors and officers.

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The above discussion of the MGBCL and the amended and restated bylaws of H&R Block is not intended to be exhaustive and is qualified in its entirety by the MGBCL and such bylaws.

Block Financial LLC

Delaware Limited Liability Company Act

Section 18-108 of the Limited Liability Company Act of Delaware empowers a limited liability company, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Limited Liability Company Agreement

Block Financial was formed under the laws of Delaware. Block Financial's limited liability company operating agreement provides that, subject to certain limited exceptions, Block Financial will indemnify any of its members, managers, their designees and their affiliates, stockholders, directors, officers, partners, employees, agents and representatives (individually, an "indemnitee") who, as a result of their status, is a party or is otherwise involved or threatened to be involved in a claim, demand, action, suit or proceeding that relates to or arises out of Block Financial, its assets, business or affairs, if the indemnitee acted in good faith and in a manner the indemnitee believed to be in, or not opposed to, the best interest of the company, and, with respect to criminal proceedings, had no reasonable cause to believe such indemnitee's conduct did not constitute gross negligence or willful or wanton misconduct. The limited liability company operating agreement further provides that any indemnification is to be made only out of the assets of Block Financial and neither member nor manager shall have any personal liability on account thereof. From time to time, the expenses incurred by an indemnitee may be advanced by Block Financial prior to the final disposition of a claim, demand, action, suit or proceeding, in the discretion of Block Financial's member, upon receipt by Block Financial of an undertaking by or on behalf of the indemnitee to repay the amount if it shall be determined that the indemnitee is not entitled to be indemnified.

The indemnification and advancement of expenses is not exclusive of any other rights to which the indemnitee may be entitled under any statute, the Block Financial articles of organization, the Block Financial limited liability company operating agreement, any other agreement, a vote of its member, a policy of insurance or otherwise, and shall not limit in any way any right which it may have to make additional indemnifications. Indemnification and advancement of expenses will continue to a person or entity who has ceased to hold the position giving rise to such indemnification and inures to the benefit of the heirs, executors, administrators, successors and assigns of such a person or entity.

Block Financial's limited liability company operating agreement further provides that it may purchase and maintain insurance on behalf of any indemnitees whether or not it would have the power to indemnify such indemnitee against liability.

Liability Insurance

H&R Block maintains customary director and officer insurance on behalf of directors and officers of its subsidiaries.

The above discussion of Block Financial's limited liability company operating agreement and of the Limited Liability Company Act of Delaware is not intended to be exhaustive and is qualified in its entirety by such limited liability company agreement and the Limited Liability Company Act of Delaware.

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Item 16. Exhibits.

The following exhibits are being furnished herewith or incorporated by reference herein:

<u>Exhibit Number</u>	<u>Description</u>
1.1	Form of Underwriting Agreement.*
4.1	Amended and Restated Articles of Incorporation of H&R Block, Inc., as amended through September 12, 2013 (incorporated by reference to Exhibit 3.1 to H&R Block's current report on Form 8-K (File No. 001-06089) filed with the SEC on September 16, 2013).
4.2	Amended and Restated Bylaws of H&R Block, Inc., as amended through July 14, 2015 (incorporated by reference to Exhibit 3.1 to H&R Block's current report on Form 8-K (File No. 001-06089) filed with the SEC on July 16, 2015).
4.3	Indenture dated as of October 20, 1997, among H&R Block, Inc., Block Financial Corporation and Bankers Trust Company, as Trustee (including Form of Note) (incorporated by reference to Exhibit 4(a) to H&R Block's quarterly report on Form 10-Q for the quarter ended October 31, 1997 (File No. 001-06089) filed with the SEC on December 12, 1997).
4.4	First Supplemental Indenture, dated as of April 18, 2000, among H&R Block, Inc., Block Financial Corporation, Bankers Trust Company and The Bank of New York (incorporated by reference to Exhibit 4(a) to H&R Block's current report on Form 8-K (File No. 001-06089) filed with the SEC on April 17, 2000).
4.5	Form of Common Stock Certificate for H&R Block, Inc. (incorporated by reference to Exhibit 4.3 to H&R Block's registration statement on Form S-3 (File No. 333-154611) filed with the SEC on October 22, 2008).
4.6	Form of Preferred Stock Certificate for H&R Block, Inc.*
4.7	Form of Warrant Agreement (including Form of Warrant Certificate) for H&R Block, Inc.*
4.8	Form of Rights Agreement (including Form of Rights Certificate) for H&R Block, Inc.*
4.9	Form of Unit Agreement (including Form of Unit Certificate).*
5.1	Opinion of Weil, Gotshal & Manges LLP.
5.2	Opinion of Stinson Leonard Street LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges for H&R Block, Inc. (incorporated by reference to Exhibit 12.1 to H&R Block's quarterly report on Form 10-Q for the quarter ended July 31, 2015 (File No. 001-06089) filed with the SEC on September 4, 2015).
12.2	Computation of Ratio of Earnings to Fixed Charges for Block Financial LLC (incorporated by reference to Exhibit 12.2 to H&R Block's quarterly report on Form 10-Q for the quarter ended July 31, 2015 (File No. 001-06089) filed with the SEC on September 4, 2015).
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
23.3	Consent of Stinson Leonard Street LLP (included in Exhibit 5.2).
24.1	Power of Attorney (contained on signature page herein).
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of the Trustee.

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* To be filed, if necessary, as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

In reviewing the agreements included as exhibits to this registration statement, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the registrants or the other parties to the agreements.

The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in any instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the registrants may be found elsewhere in this registration statement and H&R Block's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

Item 17. Undertakings.

(a) The undersigned registrants hereby undertake:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the

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Commission by the registrants pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (i) each prospectus filed by the registrants pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or its securities provided by or on behalf of the undersigned registrants; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of such registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of

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1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that, in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
- (8) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.
- (9) To supplement the prospectus, after the expiration of any warrant or right subscription period, to set forth the results of any warrant or right subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

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H&R BLOCK, INC. SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, Missouri, on the 4th day of September, 2015.

H&R BLOCK, INC.

By: /s/ William C. Cobb
Name: William C. Cobb
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William C. Cobb, Gregory J. Macfarlane, Thomas A. Gerke, Jeffrey T. Brown and Scott W. Andreasen, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement on Form S-3, and to file the same with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ William C. Cobb</u> William C. Cobb	President, Chief Executive Officer and Director (Principal Executive Officer)	September 4, 2015
<u>/s/ Gregory J. Macfarlane</u> Gregory J. Macfarlane	Chief Financial Officer (Principal Financial Officer)	September 4, 2015
<u>/s/ Jeffrey T. Brown</u> Jeffrey T. Brown	Chief Accounting and Risk Officer (Principal Accounting Officer)	September 4, 2015
<u>/s/ Robert A. Gerard</u> Robert A. Gerard	Director, Chairman of the Board	September 4, 2015
<u>/s/ Paul J. Brown</u> Paul J. Brown	Director	September 4, 2015
<u>/s/ David Baker Lewis</u> David Baker Lewis	Director	September 4, 2015
<u>/s/ Victoria J. Reich</u> Victoria J. Reich	Director	September 4, 2015
<u>/s/ Bruce C. Rohde</u> Bruce C. Rohde	Director	September 4, 2015

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<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Tom D. Seip</u> Tom D. Seip	Director	September 4, 2015
<u>/s/ Christianna Wood</u> Christianna Wood	Director	September 4, 2015
<u>/s/ James F. Wright</u> James F. Wright	Director	September 4, 2015

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BLOCK FINANCIAL LLC SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, Missouri, on the 4th day of September, 2015.

BLOCK FINANCIAL LLC

By: /s/ Gregory J. Macfarlane

Name: Gregory J. Macfarlane

Title: President

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William C. Cobb, Gregory J. Macfarlane, Thomas A. Gerke, Jeffrey T. Brown and Scott W. Andreasen, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement on Form S-3, and to file the same with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Gregory J. Macfarlane</u> Gregory J. Macfarlane	President (Principal Executive Officer and Principal Financial Officer)	September 4, 2015
<u>/s/ Jeffrey T. Brown</u> Jeffrey T. Brown	Sole Manager (Principal Accounting Officer)	September 4, 2015

EXHIBIT INDEX

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24.1	Power of Attorney (contained on signature page herein).
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of the Trustee.

* To be filed, if necessary, as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

Weil, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

September 4, 2015

H&R Block, Inc.
Block Financial LLC
One H&R Block Way
Kansas City, Missouri 64105

Ladies and Gentlemen:

We have acted as counsel to H&R Block, Inc., a Missouri corporation ("**HRB**"), and Block Financial LLC, a Delaware limited liability company ("**Block Financial**"), in connection with the preparation and filing with the Securities and Exchange Commission (the "**Commission**") of a Registration Statement on Form S-3 to be filed on the date hereof (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of the offer, issuance and sale from time to time of an indeterminate number of: (i) shares of common stock, without par value, of HRB (the "**Common Stock**"); (ii) shares of preferred stock, without par value, of HRB (the "**Preferred Stock**"); (iii) warrants to purchase Common Stock or Preferred Stock (the "**Warrants**"); (iv) rights to purchase Common Stock or Preferred Stock (the "**Rights**"); (v) guarantees by HRB of debt securities issued by Block Financial (the "**Guarantees**"); (vi) debt securities issued by Block Financial (the "**Debt Securities**"); and (vii) units consisting of one or more of the securities described in clauses (i) through (vi) above (the "**Units**"). The Common Stock, the Preferred Stock, the Warrants, the Rights, the Guarantees, the Debt Securities and the Units are hereinafter referred to collectively as the "**Securities**." The Securities may be issued and sold or delivered from time to time as set forth in the Registration Statement, any amendment thereto, the prospectus contained therein (the "**Prospectus**") and supplements to the Prospectus pursuant to Rule 415 under the Securities Act for an indeterminate aggregate amount.

The Warrants will be issued pursuant to one or more warrant agreements (the "**Warrant Agreements**") between HRB and such warrant agent as shall be named therein, and/or warrant certificates (the "**Warrant Certificates**"). The Rights will be issued pursuant to one or more rights agreements (the "**Rights Agreements**") between HRB and such rights agent as shall be named therein, and/or rights certificates (the "**Rights Certificates**"). The Debt Securities and the Guarantees will be issued pursuant to the Indenture (as defined below) and one or more indentures supplemental thereto or pursuant to an officers' certificate thereunder (in each case constituting part of the Indenture). The Units will be issued pursuant to one or more unit agreements (the "**Unit Agreements**") between HRB and such unit agent as

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shall be named therein, and/or unit certificates (the “**Unit Certificates**”). The Warrant Agreements, Warrant Certificates, Rights Agreements, Rights Certificates, Indenture (including any supplemental indenture or officers’ certificate pursuant thereto), Unit Agreements and Unit Certificates are hereinafter collectively referred to as the “**Securities Agreements**.”

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Certificate of Formation of Block Financial; (ii) the First Amended and Restated Operating Agreement of Block Financial; (iii) the Registration Statement; (iv) the prospectus contained within the Registration Statement; (v) the Indenture, dated as of October 20, 1997 (the “**Base Indenture**”), among Block Financial Corporation (as predecessor to Block Financial), HRB and Bankers Trust Company (as predecessor to Deutsche Bank Trust Company Americas), as trustee (the “**Trustee**”); (vi) the First Supplemental Indenture, dated as of April 18, 2000, among Block Financial Corporation, HRB and Deutsche Bank Trust Company Americas, as trustee (the “**First Supplemental Indenture**,” and, together with the Base Indenture, the “**Indenture**”), and (vii) such corporate and limited liability company records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of HRB and Block Financial, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of HRB and Block Financial.

Based on and subject to the foregoing and assuming that: (i) the underwriters and the applicable trustee, warrant agent, rights agent or unit agent (collectively, the “**agents**”) when appointed, and HRB will be duly organized, validly existing and in good standing under the laws of their respective jurisdictions of incorporation, and will have the requisite corporate power to enter into and perform their respective obligations related to the offering of Securities and under the underwriting or similar agreement and the applicable Securities Agreement relating to the Securities; (ii) all corporate action or limited liability company action required to be taken by HRB, Block Financial, the underwriters and the applicable agent to duly authorize each proposed issuance of Securities and to execute, deliver and perform each of the operative documents (including the applicable Securities Agreement) related to the offering of the Securities contemplated herein will have been completed; (iii) the Registration Statement and any amendments thereto (including any post-effective amendments) will have become effective and comply with all applicable laws and no stop order suspending the Registration Statement’s effectiveness will have been issued and remain in effect, in each case at the time the Securities are offered or issued as contemplated in the Registration Statement; (iv) the Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, the applicable prospectus supplement and the applicable definitive underwriting or similar agreement including the applicable Securities Agreement; (v) in connection with any offering of Debt Securities and Guarantees, the Indenture and any supplemental indenture thereto will have been qualified under the Trust Indenture Act of 1939, as amended; (vi) any legally required consents, approvals, authorizations or orders of the Commission and any other regulatory authority will have been issued; (vii) the terms of

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any Securities and their issuance and sale will have been duly established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding on HRB or Block Financial, and so as to comply with any requirements or restrictions imposed by any court or governmental body having jurisdiction over HRB or Block Financial; (viii) a definitive underwriting or similar agreement and any other necessary agreement with respect to any Securities (including the applicable Securities Agreement) will have been duly authorized and validly executed and delivered by HRB and/or Block Financial, as applicable, and the other party or parties thereto and will be governed by New York law; and (ix) at the time of execution, authentication or countersignature, issuance and delivery of any Securities, each of the applicable Securities Agreements will be the validly and legally binding obligation of all parties thereto, other than HRB and Block Financial, we advise you that in our opinion:

1. *Warrants.* Assuming that the issuance and terms of any Warrants and the terms of the offering thereof have been duly authorized, when: (i) the terms of such Warrants to be issued under the Warrant Agreement and/or Warrant Certificate, as applicable, and the terms of their issuance and sale have been duly established in conformity with such Warrant Agreement and/or Warrant Certificate; (ii) such Warrant Agreement and/or Warrant Certificate has been duly authorized, executed and delivered; and (iii) such Warrants have been duly executed in accordance with such Warrant Agreement and/or Warrant Certificate and issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto, and in accordance with any applicable underwriting or similar agreement approved by HRB's board of directors or any authorized committee thereof, then such Warrants will constitute valid and binding obligations of HRB, enforceable against HRB in accordance with their terms.

2. *Rights.* Assuming that the issuance and terms of any Rights and the terms of the offering thereof have been duly authorized, when: (i) the terms of such Rights to be issued under the Rights Agreement and/or Rights Certificate, as applicable, and the terms of their issuance and sale have been duly established in conformity with such Rights Agreement and/or Rights Certificate; (ii) such Rights Agreement and/or Rights Certificate has been duly authorized, executed and delivered; and (iii) such Rights have been duly executed in accordance with such Rights Agreement and/or Rights Certificate and issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto, and in accordance with any applicable underwriting or similar agreement approved by HRB's board of directors or any authorized committee thereof, then such Rights will constitute valid and binding obligations of HRB, enforceable against HRB in accordance with their terms.

3. *Guarantees.* Assuming that the issuance and terms of the Debt Securities and the Guarantees thereon and the terms of the offering thereof have been duly authorized, when: (i) the terms of such Debt Securities and Guarantees to be issued under the Indenture and any applicable supplemental indenture or officers' certificate and the terms of their issuance and sale have been duly established in conformity with such Indenture and such supplemental indenture or officers' certificate; (ii) such Indenture and such supplemental indenture or officers' certificate have been duly authorized, executed and delivered; (iii) the Indenture and such supplemental indenture or officers' certificate constitute legal, valid and binding obligations of the Trustee, enforceable against it in accordance with their terms; and (iv) such Debt Securities and Guarantees have been duly executed and authenticated in accordance with the Indenture and any applicable supplemental indenture or officers' certificate and issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto, and in accordance with any

September 4, 2015

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applicable underwriting or similar agreement approved by HRB's board of directors or any authorized committee thereof, then such Guarantees will constitute valid and binding obligations of HRB, enforceable against HRB in accordance with their terms.

4. Debt Securities. Assuming that the issuance and terms of any Debt Securities and the terms of the offering thereof have been duly authorized, when: (i) the terms of such Debt Securities to be issued under the Indenture and any applicable supplemental indenture or officers' certificate and the terms of their issuance and sale have been duly established in conformity with such Indenture and such supplemental indenture or officers' certificate; (ii) such Indenture and such supplemental indenture or officers' certificate have been duly authorized, executed and delivered; (iii) the Indenture and such supplemental indenture or officers' certificate constitute legal, valid and binding obligations of the Trustee, enforceable against it in accordance with their terms; and (iv) such Debt Securities have been duly executed and authenticated in accordance with the Indenture and any applicable supplemental indenture or officers' certificate and issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto, and in accordance with any applicable underwriting or similar agreement approved by Block Financial's manager, then such Debt Securities will constitute valid and binding obligations of Block Financial, enforceable against Block Financial in accordance with their terms.

5. Units. Assuming that the issuance and terms of such Units and the terms of the offering thereof have been duly authorized and the securities of any other entities to be included in the Units, if any, have been duly authorized and issued by such entity, when: (i) the terms of such Units to be issued under the Unit Agreement and/or Unit Certificate, as applicable, and the terms of their issuance and sale have been duly established in conformity with such Unit Agreement and/or Unit Certificate; (ii) such Unit Agreement and/or Unit Certificate has been duly authorized, executed and delivered; and (iii) such Units have been duly executed in accordance with such Unit Agreement and/or Unit Certificate and issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto, and in accordance with any applicable underwriting or similar agreement approved by HRB's board of directors or any authorized committee thereof, then such Units will constitute valid and binding obligations of HRB, enforceable against HRB in accordance with their terms.

The opinions expressed above with respect to the validity, binding effect and enforceability of the Securities are subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity) and except that rights to indemnification and contribution thereunder may be limited by federal or state securities laws or public policy relating thereto.

The opinions expressed herein are limited to the laws of the State of New York and the limited liability company laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus which is a part of the Registration Statement.

September 4, 2015

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Very truly yours,

/s/ Weil, Gotshal & Manges LLP



September 4, 2015

H&R Block, Inc.
One H&R Block Way
Kansas City, Missouri 64105

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to H&R Block, Inc., a Missouri corporation (the "Company"), and Block Financial LLC, a Delaware limited liability company, in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 to be filed on or about the date hereof (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission thereunder. The Registration Statement relates to, among other things, the registration of the offer, issuance and sale from time to time of an indeterminate number of shares of the Company's common stock, without par value (the "Common Stock"), and shares of the Company's preferred stock, without par value (the "Preferred Stock" and, together with the Common Stock, the "Registered Securities"), in each case, as set forth in the prospectus forming a part of the Registration Statement (the "Prospectus"), and as may be set forth in one or more final supplements to the Prospectus (each, a "Prospectus Supplement").

As the basis for the opinions expressed herein, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, including the Prospectus; (ii) the Articles of Incorporation of the Company, as amended to date (the "Charter"); (iii) the Bylaws of the Company, as amended to date (the "Bylaws"); (iv) resolutions and the record of actions taken by the Company's board of directors and committees thereof and by the Company's shareholders, in each case, with respect to, among other things, the authorization and approval of the applicable Registered Securities and the preparation and filing with the Commission of the Registration Statement; and (v) such other instruments, documents and corporate records as we have deemed necessary or appropriate for purposes of the opinions expressed herein. In addition, we have reviewed certain certificates of public officials and of officers of the Company and have examined such matters of law, in each case, as we have deemed necessary as a basis for the opinions expressed herein. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon the statements and representations of officers and other representatives of the Company and others.

For purposes of the opinions expressed herein, we have assumed: (i) the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies; (ii) the genuineness of the signatures of persons signing all documents in

1201 WALNUT STREET • KANSAS CITY, MO 64106
816.842.8600 MAIN • 816.691.3495 FAX

connection with which the opinions herein are rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company; (iii) that the Company has the requisite organizational and legal power and authority to issue and offer the Registered Securities and to enter into and perform its obligations under agreements or other documents relating to the offering or issuance of the Registered Securities (the "Related Documents"); (iv) that the issuance of the Registered Securities to be issued from time to time and the terms and conditions thereof and of the Related Documents, and the execution and delivery by the Company of such Related Documents, in each case, have been duly authorized and approved by the Company (such approvals referred to herein as the "Board Proceedings"); (v) that the Board Proceedings, the issuance of the Registered Securities and the terms and conditions of the Related Documents (A) are in accordance with all applicable laws and the Company's Charter and Bylaws, and (B) do not conflict with any contractual or other restrictions which are binding on the Company; (vi) that when executed and delivered by the parties thereto, the Related Documents will be the valid and binding obligations of the parties thereto, other than the Company; and (vii) that each Related Document has been properly filed with the Commission as an exhibit to the Registration Statement, including any amendment thereto, or as an exhibit to any report filed by the Company under the Securities Exchange Act of 1934, as amended, that is properly incorporated by reference in the Registration Statement, in each case, as permitted by the Securities Act and the rules and regulations of the Commission thereunder.

We express no opinion herein as to matters involving the laws of any jurisdiction other than the present federal laws of the United States of America, the General and Business Corporation Law of Missouri, and the present judicial interpretations thereof. We advise you that the issues addressed by this letter may be governed in whole or in part by other laws, and we express no opinion as to whether any relevant difference exists between the laws upon which our opinions herein are based and any other laws that may actually govern.

Our opinions expressed herein are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of: (i) applicable bankruptcy, insolvency, reorganization, moratorium, arrangement and other laws affecting creditors' rights, including, without limitation, the effect of statutory or other laws regarding fraudulent conveyances, fraudulent transfers and preferential transfers; (ii) the limitations imposed by general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief regardless of whether considered in a proceeding in equity or at law; and (iii) public policy considerations which may limit the rights of parties to obtain certain remedies.

Based on the foregoing and subject to the limitations and assumptions set forth herein, we are of the opinion that the Registered Securities will be validly issued, fully-paid and non-assessable when: (i) the Registration Statement shall have become effective under the Securities Act; (ii) all Board Proceedings relating to such Registered Securities and any applicable Related Documents shall have been duly completed and shall not have been modified or rescinded; and (iii) such Registered Securities shall have been duly delivered to the purchasers thereof against payment of the agreed consideration therefor, as provided in the Registration Statement, the Prospectus and the applicable Prospectus Supplement and Board Proceedings.

H&R Block, Inc.
September 4, 2015
Page 3

The opinions expressed herein are limited to the specific issues addressed therein, and we express no opinion, whether by implication or otherwise, as to any matters beyond that expressly stated herein. The opinions expressed herein shall not be construed as or deemed to be a guaranty or insuring agreement. The opinions expressed herein are rendered as of the date first written above and we have no continuing obligation hereunder to inform you of changes of law, including judicial interpretations of law, or of facts, circumstances, events or developments of which we become aware after the date hereof and which may alter, affect or modify the opinions expressed herein.

We hereby consent to the filing of this letter as Exhibit 5.2 to the Registration Statement and to reference to this firm under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder.

Best regards,

/s/ Stinson Leonard Street LLP

Stinson Leonard Street LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated June 17, 2015, relating to the consolidated financial statements and financial statement schedule of H&R Block, Inc. and subsidiaries, and the effectiveness of H&R Block, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of H&R Block, Inc. and subsidiaries for the year ended April 30, 2015, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Kansas City, Missouri
September 4, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**DEUTSCHE BANK TRUST COMPANY AMERICAS
(formerly BANKERS TRUST COMPANY)**

(Exact name of trustee as specified in its charter)

NEW YORK
(Jurisdiction of Incorporation or
organization if not a U.S. national bank)

13-4941247
(I.R.S. Employer
Identification no.)

**60 WALL STREET
NEW YORK, NEW YORK**
(Address of principal executive offices)

10005
(Zip Code)

**Deutsche Bank Trust Company Americas
Attention: Catherine Wang
Legal Department
60 Wall Street, 36th Floor
New York, New York 10005
(212) 250 - 7544**
(Name, address and telephone number of agent for service)

H&R BLOCK, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

44-0607856
(I.R.S. Employer
Identification No.)

**One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

BLOCK FINANCIAL LLC
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction)

52-1781495
(IRS Employer
Identification No.)

**One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Thomas A. Gerke, Esq.
H&R Block, Inc.
One H&R Block Way
Kansas City, Missouri 64105
(816) 854-3000**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies To:

**John A. Granda, Esq.
Jack A. Bowling, Esq.
B. Scott Gootee, Esq.
Stinson Leonard Street LLP
1201 Walnut Street, Suite 2900
Kansas City, MO 64106
(816) 842-8600**

**Jennifer A Bensch, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000**

**DEBT SECURITIES
GUARANTEES OF DEBT SECURITIES**
(Title of the Indenture Securities)

Item 1. General Information.

Furnish the following information as to the trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

Name

Federal Reserve Bank (2nd District)
Federal Deposit Insurance Corporation
New York State Banking Department

Address

New York, NY
Washington, D.C.
Albany, NY

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

Item 3. -15. Not Applicable**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 16, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 3, 1999, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002, incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 2 -** Certificate of Authority to commence business, incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on July 24, 2014, incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-201810.

-
- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act, incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 7 -** A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 4th day of September, 2015.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Carol Ng

Name: Carol Ng

Title: Vice President

Board of Governors of the Federal Reserve System
Federal Deposit Insurance Corporation
Office of the Comptroller of the Currency

OMB Number 7100-0036
OMB Number 3064-0052
OMB Number 1557-0081
Approval expires March 31, 2018
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Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for a Bank with Domestic and Foreign Offices—FFIEC 031

Report at the close of business June 30, 2015

20150630
(RCON 9999)

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term “bank” in this report form refers to both banks and savings associations.

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: Each bank’s board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state nonmember banks and three directors for state member banks, national banks, and savings associations.

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@ffiec.gov.

FDIC Certificate Number **623**
(RSSD 9050)

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

DEUTSCHE BANK TRUST COMPANY AMERICAS

Legal Title of Bank (RSSD 9017)

New York

City (RSSD 9130)

NY
State Abbreviation (RSSD 9200)

10005
ZIP Code (RSSD 9220)

The estimated average burden associated with this information collection is 50.4 hours per respondent and is estimated to vary from 20 to 775 hours per response, depending on circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

06/2015

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**Consolidated Report of Condition for Insured Banks
and Savings Associations for June 30, 2015**

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

	Dollar Amounts in Thousands		RCFD	Tril	Bil	Mil	Thou
Assets							
1. Cash and balances due from depository institutions (from Schedule RC-A):							
a. Noninterest-bearing balances and currency and coin (1)			0081		186,000		1.a.
b. Interest-bearing balances (2)			0071		14,635,000		1.b.
2. Securities:							
a. Held-to-maturity securities (from Schedule RC-B, column A)			1754		0		2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)			1773		0		2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices		RCON	B987		0		3.a.
b. Securities purchased under agreements to resell (3)		RCFD	B989		21,603,000		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):							
a. Loans and leases held for sale			RCFD		5369	0	4.a.
b. Loans and leases, net of unearned income	B528	17,574,000					4.b.
c. LESS: Allowance for loan and lease losses	3123	22,000					4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529		17,552,000		4.d.
5. Trading assets (from Schedule RC-D)			3545		16,000		5.
6. Premises and fixed assets (including capitalized leases)			2145		17,000		6.
7. Other real estate owned (from Schedule RC-M)			2150		0		7.
8. Investments in unconsolidated subsidiaries and associated companies			2130		0		8.
9. Direct and indirect investments in real estate ventures			3656		0		9.
10. Intangible assets:							
a. Goodwill			3163		0		10.a.
b. Other intangible assets (from Schedule RC-M)			0426		38,000		10.b.
11. Other assets (from Schedule RC-F)			2160		641,000		11.
12. Total assets (sum of items 1 through 11)			2170		54,688,000		12.
Liabilities							
13. Deposits:							
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, Part I)			RCON		2200	42,683,000	13.a.
(1) Noninterest-bearing (4)	RCON	6631	26,720,000				13.a.(1)
(2) Interest-bearing	RCON	6636	15,963,000				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, Part II)			RCFN		2200	0	13.b.
(1) Noninterest-bearing	RCFN	6631	0				13.b.(1)
(2) Interest-bearing	RCFN	6636	0				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:							
a. Federal funds purchased in domestic offices (5)		RCON	B993		1,241,000		14.a.
b. Securities sold under agreements to repurchase (6)		RCFD	B995		0		14.b.
15. Trading liabilities (from Schedule RC-D)			RCFD		3548	24,000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			RCFD		3190	7,000	16.
17. and 18. Not applicable							

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.
4. Includes noninterest-bearing demand, time, and savings deposits.
5. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
6. Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.

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Schedule RC—Continued

	Dollar Amounts in Thousands	RCFD	Tril	Bil	Mil	Thou
Liabilities—Continued						
19. Subordinated notes and debentures (1)	3200				0	19.
20. Other liabilities (from Schedule RC-G)	2930				1,919,000	20.
21. Total liabilities (sum of items 13 through 20)	2948				45,874,000	21.
22. Not applicable						
Equity Capital						
Bank Equity Capital						
23. Perpetual preferred stock and related surplus	3838				0	23.
24. Common stock	3230				2,127,000	24.
25. Surplus (exclude all surplus related to preferred stock)	3839				596,000	25.
26. a. Retained earnings	3632				6,093,000	26.a.
b. Accumulated other comprehensive income (2)	B530				(2,000)	26.b.
c. Other equity capital components (3)	A130				0	26.c.
27. a. Total bank equity capital (sum of items 23 through 26.c)	3210				8,814,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000				0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105				8,814,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300				54,688,000	29.

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2014	RCFD	Number	
	6724	NA	M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date	RCON	MM/DD	
	8678	NA	M.2.

1. Includes limited-life preferred stock and related surplus.
2. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

03/2015

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